

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

July 17, 2001

RECORDATION NO. 20960-B FILED

JUL 19 '01 2-52 PM

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001

SURFACE TRANSPORTATION BOARD

RE: Full Termination of Lease dated October 31, 1999 ("**Termination**"),
by Rail Operators, Inc. ("**Lessor**").

Dear Mr. Williams:
Rail Operators Inc Financial Corporation, I submit for filing and
recording, under 49 U.S.C. Section 11303(a) and the regulations
promulgated thereunder the following document:

Two (2) fully executed Certificate of True Copies of the above-
referenced Termination.

In connection with the recording of the Termination, please note the
following information:

Name and Address of Lessor: Rail Operators, Inc.
112 North High Street
Antlers, OK 74523

Name and Address of Lessee: RailAmerica Transportation Corporation.
(as successor in interest to RailLink
Canada)
5300 Broken Sound Blvd., NW
Boca Raton, FL 33487

A short summary of the document to appear in the index follows:

Full Termination of Lease dated October 31, 1999 between Rail Operators
Inc. as Lessor and RailAmerica Transportation Corporation as Lessee
covering two (2) locomotives with the Mark **TOR** and Numbers **2004** and
2005.

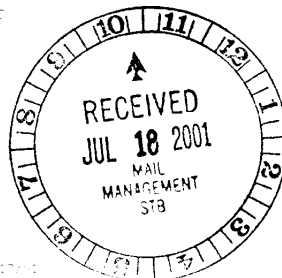
Please file this Termination as a secondary document to Recordation No.
20960 filed on October 28, 1997, and return one (1) stamped copy to my
attention. A check covering the filing fee of twenty-eight dollars
(\$28.00) is enclosed.

Yours truly,

Alison Drain

Alison Drain
Document Administrator

/ad
Enclosures (2)



cc: [illegible] 415/398-4510

REGISTRATION NO. 20960-B FILED

CERTIFICATION OF TRUE COPY

JUL 19 '01 2-52 PM

SURFACE TRANSPORTATION BOARD

On July 17, 2001, I, Alison Drain, have examined the original copy of the Full Termination of Lease dated as of October 31, 1999 between Rail Operators Inc. and RailAmerica Transportation Corporation (as successor in interest to RailLink Canada), and I hereby certify that I have compared the attached duplicate copy with the original and that it is a complete, true and correct copy of the original in all respects, including the dates, signatures and acknowledgments thereof.

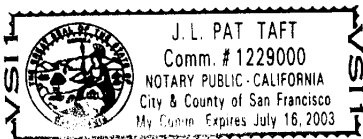
Alison Drain
Alison Drain
Document Administrator

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On July 17, 2001, before me, J.L. Pat Taft, personally appeared Alison Drain, Document Administrator of **HELM FINANCIAL CORPORATION**,

 X personally known to me -OR-

 proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



[Notarial Seal]

Witness my hand and official seal.

J.L. Pat Taft
SIGNATURE OF THE NOTARY

RAIL AMERICA INC.

Fax:561-994-3929

Mar 10 '00 15:41 P.03

RAIL AMERICA INC.

Fax:561-994-3929

Mar 10 '00 10:10 P.03

FULL TERMINATION OF LEASE

THIS FULL TERMINATION OF LEASE AGREEMENT ("Termination") is dated as of 10/31/99, 2000 by RAIL OPERATORS INC., a Delaware corporation ("Lessor"), and RAILAMERICA TRANSPORTATION CORPORATION, as successor in interest to RailLink Canada Ltd., a Florida corporation ("Lessee").

WHEREAS, Lessor and Lessee are parties to the Locomotive Lease Agreement dated as of August 25, 1997 ("Lease") with respect to the two (2) locomotives as described in Schedule A attached hereto ("Units"), which was recorded at the Surface Transportation Board of the United States Department of Transportation on October 28, 1997 under Recordation No. 20960;

WHEREAS, Lessor and Lessee desire to execute this Termination to evidence for the public record the termination of the Lease and of all the rights and obligations of Lessor and Lessee with respect to the Units under the Lease.

NOW, THEREFORE, in consideration of the premises, Lessor and Lessee do hereby acknowledge and confirm:

1. Full Termination of Lease. Lessor and Lessee hereby declare for the public record that the Lease is fully terminated and that all rights and obligations of the parties arising under the Lease with respect to the Units have forever ceased.

IN WITNESS WHEREOF, Lessor and Lessee have executed this Termination as of the date first above written.

LESSOR

RAIL OPERATORS INC.

By: [Signature]

Name: THOMAS J. HADLEY

Title: Vice-President

LESSEE

RAILAMERICA TRANSPORTATION CORPORATION

By: [Signature]

Name: Joseph S. Delanty

Title: Treasurer

P. 03/05

FAX NO. 15802983263

STAMPED HADLEY REASON

MAR-10-00 FRI 12:22

RAIL AMERICA INC.

Fax:561-994-3929

Mar 10 '00 15:42 P.04

RAIL AMERICA INC.

Fax:561-994-3929

Mar 10 '00 10:11 P.04

SCHEDULE A

Equipment Description:

Two (2), EMD GP38, four axle, diesel electric 2000 horsepower locomotives.

Reporting

Mark and Numbers

TOR 2004

TOR 2005

03/10/00 10:11 AM FAX NO. 561-994-3929

P.04/05

FAX NO. 15802983263

STAMPER HADLEY REASON

MAR-10-00 FRI 12:23

RAIL AMERICA INC.

Fax:561-994-3929

Mar 10 '00 15:42 P.05

RAIL AMERICA INC.

Fax:561-994-3929

Mar 10 '00 10:12 P.05

STATE OF OKLAHOMA)
COUNTY OF PUSHMATAHA) S.S.

On MARCH 10, 2000, before me, DONNA M. NASH, personally
appeared THOMAS HADLEY, VP of RAIL OPERATORS INC.,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s)
acted, executed the instrument.

Witness my hand and official seal.

Donna M. Nash
SIGNATURE OF THE NOTARY
My Comm. Exp 7-8-2000

[Notarial Seal]

STATE OF FLORIDA)
COUNTY OF Palm Beach) S.S.

On March 9, 2000, before me, Nancy O. Goss, personally
appeared Joseph B. Doherty, Treasurer of RAILAMERICA
TRANSPORTATION CORPORATION.

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s)
acted, executed the instrument.



[Notarial Seal]

Witness my hand and official seal.

Nancy O. Goss
SIGNATURE OF THE NOTARY

P.05/05

FAX NO. 158029883283

STAMPER HADLEY REASON

MAR-10-00 FRI 12:24